

**Minutes – DRAFT**  
**Nominations and Engagement Committee**  
**August 8, 2022 – 3:30 p.m.**  
**Ithaca Town Hall and Remote Satellites via Zoom**  
**Satellite Locations posted at [healthconsortium.net](https://healthconsortium.net)**

Present by remote: Gary Mutchler (Committee Vice Chair); Terrance Baxter  
Excused: Ed Fairbrother (Committee Chair), Jim Bower  
Vacancy: One seat  
Staff/Guests: Elin Dowd, Executive Director; Lynne Sheldon, Clerk of the Board,  
Judy Drake, Chair of the Board, Teri Apalovich, Finance Manager; Kylie  
Rodrigues, Benefits Specialist

**Call to Order**

Mr. Mutchler, called the meeting to order at 3:41 p.m.

**Changes to the Agenda**

There were no changes to the agenda.

**Approval of Minutes of June 13, 2022**

At this time Ms. Drake appointed herself as a Temporary Member of the Committee for quorum purposes.

It was MOVED by Mr. Baxter, seconded by Mr. Mutchler, and unanimously adopted by voice vote by members present to approve the minutes of June 13, 2022, as submitted. MINUTES APPROVED.

**Executive Director Report**

Ms. Dowd referred to her Executive Director Report. She added new members applications are being received for 2023. The Jurat for the second quarter is in completion status.

**a) Resolution: Election of 2023 Consortium Officers:**

Ms. Dowd reported the slate of officers are solid, Mr. Hart, who has been acting as Vice Chair, has agreed to serve as Chair. Ms. Holmes has stepped up to serve as the Vice Chair. Peter Salton will remain as the Consortium's Secretary, and Steve Thayer, according to the Municipal Cooperative Agreement (MCA), will still be the Consortium's Chief Financial Officer. She noted Rick Snyder, of whom is retiring, is the Consortium's Treasurer, which is an appointed, but not an officer position. Since hiring a Finance Manager, the Consortium is requesting the treasurer position be eliminated within the MCA and have the Chief Fiscal Officer delegate to the Consortium's Finance Manager.

**RESOLUTION NO. –2022 – ELECTION OF 2023 CONSORTIUM OFFICERS**

MOVED by Ms. Drake, seconded by Mr. Baxter, and unanimously adopted by voice vote by members present and via remote members, to approve the following resolution and submit to the Board of Directors for approval.

RESOLVED, on recommendation of the Nominations and Engagement Committee, That the Board of Directors elects the following individuals to serve from January 1, 2023 through December 31, 2023 in the roles as follows:

Chairperson - Rordan Hart  
Vice Chairperson – Lisa Holmes  
Chief Financial Officer - Steve Thayer  
Secretary – Peter Salton

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#### **b) Resolution: Appointment of Committee Membership**

Ms. Dowd shared the document below and referred to the yellow highlighted vacant areas, per committee, which led to discussions of recommendation to fill seats.

Due to these positions still have seats to be filled, or changed, the committee decided to move the resolution with amendments to be approved via email. It was MOVED by Mr. Baxter, seconded by Mr. Mutchler, and unanimously adopted by voice vote by members present to move this resolution of Creation of 2023 Committee Structure and Appointments of Member to be approved via email.

#### **RESOLUTION NO.-2022 – CREATION OF 2023 COMMITTEE STRUCTURE AND APPOINTMENTS OF MEMBERS**

WHEREAS, the Board of Directors at its Annual Meeting established a Committee structure and appointed members to the Consortium's standing committees, and

RESOLVED, upon recommendation of the Consortium's Nominations and Engagement Committee, That the Executive Committee, on behalf of the Board of Directors, hereby appointments the following committee structure and membership to 2023 committees effective January 1, 2023:

#### **Executive Committee**

To be elected at annual meeting along with Chairs of standing committees

MEMBERSHIP: Seats to be filled by Directors; 11-15 Members; one-year terms

MEETINGS (subject to change): Bimonthly beginning in January on 1<sup>st</sup>

Wednesday

1. Board Chair, Chair (Hart)
2. Board Vice Chair, Vice Chair (Holmes)
3. Chief Fiscal Officer (Thayer)
4. Secretary (Salton)
5. JCPSD Chair (Vacant)
6. AFC Chair/At-large (Ray Bunce)
7. Operations Chair (Holmes)
8. Nominations and Engagement Chair (Fairbrother)
9. Claims and Appeals Chair (Shattuck)
10. At-large (Snow)
11. At-large (Mutchler)
12. Past Chair (Drake)

## **STANDING COMMITTEES:**

### **Audit and Finance Committee**

Ms. Dowd announced there is a new labor person, Kate DeVoe, from Tompkins County Library. Mayor Steve Scott, City of Cortland, expressed that he would like to be more involved at the finance level, and has been appointed as one of the members.

**CHARGE:** The Audit and Finance Committee shall be responsible for all financial aspects of the Consortium, including review of: annual budgets, periodic review of financial results, evaluation of transactions that are material to the organization's business, review of business and risk insurance policies and actuarial studies to determine premium levels, review and approval of investments and investment plans, enterprise risk management and compliance assessment and review, and oversight of all internal and external financial audits.

**MEMBERSHIP:** Seats may be filled by non-Directors; 9 members; two-year staggered terms

**MEETINGS** (subject to change): Monthly; 4<sup>th</sup> Tuesday

#### Terms expire 12/31/23

1. Steve Thayer, Chair (CFO, no set term)
2. Kate DeVoe, Labor
3. Rordan Hart, Vice Chair
4. Amanda Anderson
5. Lorie Corsette

#### Terms expire 12/31/24

6. Scott Steve
7. Eric Snow
8. Bud Shattuck
9. Peter Salton

### **Operations Committee**

Ms. Dowd explained that the Consortium is still working on who will chair Operations Committee. Seats may need to be moved around. If Lorie Corsette does not prefer to Chair, then the Consortium will need to find someone who is a director. Ms. Drake expressed that in the past, the Consortium has had the Labor person be the Vice-Chair, but since we don't have a Labor person right now, this appointment becomes tricky to fill.

**CHARGE:** The Operations Committee is responsible for oversight of Consortium operations and charged with review and oversight of any policies impacting the overall well-being of the organization. The Operations Committee may recommend changes to improve the efficiency of the organization's practices, policies, procedures, and the organizational structure, including personnel and staffing needs.

**Membership:** Seats may be filled by non-Directors; 8 members with two-year staggered terms **MEETINGS** (subject to change): Bi-monthly beginning in January; 4<sup>th</sup> Monday

Terms Expiring 12/31/24

Lisa Holmes, Chair  
Laura Granger  
Schelley Michell-Nunn  
Janine Bond (add'l seat)  
Judy Drake, Vice Chair  
Rita McCarthy

Terms Expiring 12/31/23

Ed Fairbrother  
Labor  
Sunday Earle

Terms Expiring 12/31/23

LuAnn King  
Mark Emerson

**Nominations and Engagement Committee**

Ms. Dowd reported that the Consortium traditionally placed the Chairman of the Joint Committee as the Labor individual, and the Vice Chair of the Joint Committee represents management.

CHARGE: The Nominations and Engagement Committee will assist the Executive Committee in engaging Directors in finding meaningful ways to contribute to the organization especially through the consideration of succession and long-term planning. The Committee shall:

1. Be responsible for presenting a slate of recommended Officers, Committee Chairs, and At- Large Executive Committee members at the annual Board of Directors meeting;
2. Be responsible for presenting a slate of recommended Nomination and Engagement Committee members;
3. Recommend to the Executive Director engagement strategies with:
  - a. the work of committees;
  - b. disseminating information ahead of and at the annual meeting in an interactive model and insuring a super-majority attendance at annual meeting; and
  - c. long-term leadership succession planning.

Membership: Seats may be filled by non-Directors; 5 Members with two-year staggered terms MEETINGS: Approximately 4x/year.

Terms expire 12/31/23

1. Ed Fairbrother, Chair
2. VACANT
3. VACANT, Labor

Terms expire 12/31/24

4. Gary Mutchler, Vice Chair
5. Terrance Baxter

**Claims and Appeals Committee**

Ms. Dowd stated that there is not a Labor person on Claims and Appeals although she would like to have a Labor person on. If the Consortium does add another individual, then another seat would need to be added so there would be a final odd number

CHARGE: The Claims and Appeals Committee will hear all appeals that come to the Board of Directors for action and recommend a determination to the Board. This Committee will also monitor claims data and trends and oversee all annual third-party administrator claim audits.

Membership: Seats may be filled by non-Directors; 5 Members with two-year terms MEETINGS: As needed (2-4x/year)

Terms expire 12/31/23

1. Bud Shattuck, Chair
2. Donna Dawson
3. Tom Brown

Terms expire 12/31/24

4. Don Fischer, Vice Chair
5. Tanya DiGennaro

### **Joint Committee on Plan Structure and Design**

Mr. Mutchler asked questions regarding Labor representatives elected by the Joint Committee. Ms. Dowd responded that there are 9 directors. These individuals represent labor, but not necessarily represent the entity, they represent all the labor on the Joint Committee.

CHARGE: The JCPSD reviews all prospective Board actions in connection with the benefit structure and design of the Plan and develops findings and recommendations with respect to such matters. Committee may also consider wellness-related initiatives

Membership: Each Participant and each labor group shall have one voting seat each. Quorum determined by Committee; No set terms.

MEETINGS (subject to change): Bi-monthly (beginning in February)

Chair and Vice Chair – to be selected by the membership of the JCPSD as outlined in the Committee’s Bylaws.

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### **Discussion – August Board Meeting Agenda**

Ms. Dowd announced the meeting will be held at the Tompkins County Library and a poll has gone out to see who will be attending in person.

Ms. Dowd discussed one of the long-term business planning goals is to research and focus on risk pertaining to the Consortium. The CFO from Excellus has agreed to speak at the August Board meeting regarding topics such as: “Why a large pool is important and how that helps you in the long run with slow and steady growth”, “How to reserve properly”.

Ms. Dowd covered other topics to be discussed will include Medicare Advantage Plan proposal, MCA changes, 2023 Budget, changes to the Silver and Bronze plans, and premium rates for 2023. There are also currently 4 new members to add to the agenda.

Ms. Dowd included that Ms. Rodrigues will be presenting at the August meeting on the difference between the Consortium’s Medicare Supplement Plan and Medicare Advantage. She

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will also be discussing the advantages and disadvantages to the Consortium, as well as the retirees of selecting Medicare Advantage.

Mr. Mutcher and Mr. Baxter added the importance of the municipalities having an involved director as their representative and the importance of having quorum for all Consortium meetings. Ms. Dowd indicated when new members join the Consortium, it is explained to them that they are now owners, they hold a role in the Consortium and need to be active in the decision-making process.

### **Next Agenda Items**

No next agenda items were discussed.

### **Adjournment**

The meeting adjourned at 4:25p.m.

*Respectfully submitted by Lynne M. Sheldon, Clerk of the Board.*